

FORM D

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

20712

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per response.....	16.00

## FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Churchill Downs Incorporated Floating Rate Senior Secured Note Offering

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☐ New Filing ☒ Amendment

## A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Churchill Downs Incorporated\*

Address of Executive Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

700 Central Avenue Louisville, KY 40208

(502) 636-4400

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Same

Brief Description of Business

Thoroughbred racetracks, simulcasts and other forms of gaming and entertainment

Type of Business Organization

☒ corporation  
☐ business trust

☐ limited partnership, already formed  
☐ limited partnership, to be formed

☐ other (please specify):

Actual or Estimated Date of Incorporation or Organization: 012 317 ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

☒ Y

PROCESSED

APR 04 2003

THOMSON  
FINANCIAL

## GENERAL INSTRUCTIONS

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

\*See attached Annex A to this amended Form D for a list of subsidiaries of Churchill Downs Incorporated that are issuing guarantees in this offering and the information required by Part A of this Form D as to each such subsidiary.

# A. BASIC IDENTIFICATION DATA

\*2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Bidwill, Charles W., Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)

3301 South Laramie Avenue, Cicero, Illinois 60804

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Coleman, Leonard S., Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)

895 Church Lane, Middletown, NJ 07748

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Duchossois, Craig J.

Business or Residence Address (Number and Street, City, State, Zip Code)

845 Larch Avenue, Elmhurst, IL 60126

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Duchossios, Richard L.

Business or Residence Address (Number and Street, City, State, Zip Code)

845 Larch Avenue, Elmhurst, IL 60126

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Duchossis Industries, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

845 Larch Avenue, Elmhurst, IL 60126

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Fealy, Robert L.

Business or Residence Address (Number and Street, City, State, Zip Code)

845 Larch Avenue, Elmhurst, IL 60126

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Grissom, J. David

Business or Residence Address (Number and Street, City, State, Zip Code)

4969 US Highway 42, Suite 2000, Louisville, KY 40222

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

\*See the attached Annex A to this amended Form D for this information with respect to each of the subsidiaries of Churchill Downs Incorporated issuing guarantees in this offering.

**A. BASIC IDENTIFICATION DATA**

\*2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Hancock, Seth W.

Business or Residence Address (Number and Street, City, State, Zip Code)

703 Winchester Road, Post Office Box 150, Paris, KY 40361

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Harrington, Daniel P.

Business or Residence Address (Number and Street, City, State, Zip Code)

30195 Chagrin Blvd., Suite 310-N, Pepper Pike, OH 44124

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Hower, Frank B., Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)

14 Mockingbird Valley Trail, Louisville, KY 40207

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Humphrey, G. Watts, Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)

20 Stanwix Street, Suite 620, Pittsburgh, PA 15222-4801

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Kelley, Brad M.

Business or Residence Address (Number and Street, City, State, Zip Code)

2200 Lapsley Lane, Bowling Green, KY 42103

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Meeker, Thomas H.

Business or Residence Address (Number and Street, City, State, Zip Code)

700 Central Avenue, Louisville, KY 40208

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Pollard, Carl F.

Business or Residence Address (Number and Street, City, State, Zip Code)

10500 West US Hwy 42, Goshen, KY 40026

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

\*See the attached Annex A to this amended Form D for this information with respect to each of the subsidiaries of Churchill Downs Incorporated issuing guarantees in this offering.

**A. BASIC IDENTIFICATION DATA**

\* 2 Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Swanson, Dennis D.

Business or Residence Address (Number and Street, City, State, Zip Code)

524 West 57th Street, 3rd Floor, New York, NY 10019

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Wells, Darrell R.

Business or Residence Address (Number and Street, City, State, Zip Code)

4350 Brownsboro Road, Suite 310, Louisville, KY 40207

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Long, John R.

Business or Residence Address (Number and Street, City, State, Zip Code)

700 Central Avenue, Louisville, KY 40208

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Miller, Michael E.

Business or Residence Address (Number and Street, City, State, Zip Code)

700 Central Avenue, Louisville, KY 40208

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Reed, Rebecca C.

Business or Residence Address (Number and Street, City, State, Zip Code)

700 Central Avenue, Louisville, KY 40208

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Schmitt, Karl F., Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)

700 Central Avenue, Louisville, KY 40208

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Skehan, Andrew G.

Business or Residence Address (Number and Street, City, State, Zip Code)

700 Central Avenue, Louisville, KY 40208

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

\*See the attached Annex A to this amended Form D for this information with respect to each of the subsidiaries of Churchill Downs Incorporated issuing guarantees in this offering.

# A. BASIC IDENTIFICATION DATA

\* 2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Waldrop, Alexander M.

Business or Residence Address (Number and Street, City, State, Zip Code)

700 Central Avenue, Louisville, KY 40208

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Anderson, Michael W.

Business or Residence Address (Number and Street, City, State, Zip Code)

700 Central Avenue, Louisville, KY 40208

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Baedecker, Frederick M., Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)

1050 S. Prairie Avenue, Inglewood, CA 90301-4197

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Dunn, C. Kenneth

Business or Residence Address (Number and Street, City, State, Zip Code)

21001 NW 27th Avenue, Miami, FL 33056

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Richardson, Donald C.

Business or Residence Address (Number and Street, City, State, Zip Code)

700 Central Avenue, Louisville, KY 40208

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Sexton, Steven P.

Business or Residence Address (Number and Street, City, State, Zip Code)

700 Central Avenue, Louisville, KY 40208

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

\*See the attached Annex A to this amended Form D for this information with respect to each of the subsidiaries of Churchill Downs Incorporated issuing guarantees in this offering.

# B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes ☐ No ☒
- Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ N/A
3. Does the offering permit joint ownership of a single unit? ..... Yes ☐ No ☒
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Banc One Capital Markets, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

1 Bank One Plaza, Chicago, IL 60670

Name of Associated Broker or Dealer

N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

PNC Capital Markets, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

500 W. Jefferson Street, Louisville, KY 40202

Name of Associated Broker or Dealer

N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt (including guarantees of subsidiaries as further described	\$100,000,000	\$ 0
Equity in Annex A attached hereto)	\$	\$
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify )	\$	\$
Total	\$100,000,000	\$ 0

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	\$ 0
Non-accredited Investors		\$
Total (for filings under Rule 504 only)	0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$
Printing and Engraving Costs	<input type="checkbox"/>	\$
Legal Fees	<input checked="" type="checkbox"/>	\$100,000
Accounting Fees	<input type="checkbox"/>	\$
Engineering Fees	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$375,000
Other Expenses (identify)	<input type="checkbox"/>	\$
Total	<input checked="" type="checkbox"/>	\$475,000

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 99,525,000

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Purchase of real estate .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Repayment of indebtedness .....	<input type="checkbox"/> \$ .....	<input checked="" type="checkbox"/> \$99,525,000
Working capital .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Other (specify): .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
.....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
.....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Column Totals .....	<input type="checkbox"/> \$ .....	<input checked="" type="checkbox"/> \$99,525,000
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ 99,525,000	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>Churchill Downs Incorporated*</b>	Signature <i>Rebecca C. Reed</i>	Date 4-2-2003
Name of Signer (Print or Type) <b>Rebecca C. Reed</b>	Title of Signer (Print or Type) <b>Senior Vice President, General Counsel and Secretary*</b>	

\*Ms. Reed is also signing as Secretary on behalf of the following subsidiaries of Churchill Downs Incorporated issuing guarantees in the offering as further described in Annex A attached to this amended Form D: Churchill Downs Management Company, Churchill Downs Investment Company, Racing Corporation of America, Calder Race Course, Inc., Tropical Park, Inc., Churchill Downs California Company, Churchill Downs California Fall Operating Company, Arlington Park Racecourse, LLC, Arlington Management Services, LLC, CDIP, LLC, CDIP Holdings, LLC, Ellis Park Race Course, Inc.

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)



E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Churchill Downs Incorporated*	<i>Rebecca C Reed</i>	4-2-2003
Name (Print or Type)	Title (Print or Type)	
Rebecca C. Reed	Senior Vice President, General Counsel & Secretary*	

\*Ms. Reed is also signing as Secretary on behalf of the following subsidiaries of Churchill Downs Incorporated issuing guarantees in the offering as further described in Annex A attached to this amended Form D: Churchill Downs Management Company, Churchill Downs Investment Company, Racing Corporation of America, Calder Race Course, Inc., Tropical Park, Inc., Churchill Downs California Company, Churchill Downs California Fall Operating Company, Arlington Park Racecourse, LLC, Arlington Management Services, LLC, CDIP, LLC, CDIP Holdings, LLC, Ellis Park Race Course, Inc.

*Instruction:*

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” .....

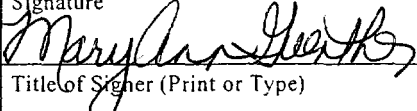
**\$99,525,000**

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Purchase of real estate .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Repayment of indebtedness .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ <b>99,525,000</b>
Working capital .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Other (specify): .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
.....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Column Totals .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ <b>99,525,000</b>
Total Payments Listed (column totals added) .....	<input type="checkbox"/> \$ <b>99,525,000</b>	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>Arlington OTB Corp. Quad City Downs, Inc.</b>	Signature 	Date <b>4-2-2003</b>
Name of Signer (Print or Type) <b>Mary Ann Guenther</b>	Title of Signer (Print or Type) <b>Secretary</b>	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

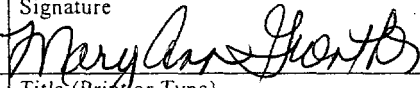
# E STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Arlington OTB Corp. Quad City Downs, Inc.	Signature 	Date 4-2-2003
Name (Print or Type) Mary Ann Guenther	Title (Print or Type) Secretary	

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1  State	2  Intend to sell to non-accredited investors in State (Part B-Item 1)		3  Type of security and aggregate offering price offered in state (Part C-Item 1)	4  Type of investor and amount purchased in State (Part C-Item 2)				5  Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	Senior Secured * Notes \$100,000,000			0	0		
CO		X	Senior Secured * Notes \$100,000,000			0	0		
CT		X	Senior Secured * Notes \$100,000,000			0	0		
DE									
DC									
FL									
GA		X	Senior Secured * Notes \$100,000,000			0	0		
HI									
ID									
IL		X	Senior Secured * Notes \$100,000,000			0	0		
IN									
IA		X	Senior Secured * Notes \$100,000,000			0	0		
KS									
KY		X	Senior Secured * Notes \$100,000,000			0	0		
LA									
ME									
MD									
MA		X	Senior Secured * Notes \$100,000,000			0	0		
MI									
MN		X	Senior Secured * Notes \$100,000,000			0	0		
MS		X	Senior Secured * Notes \$100,000,000			0	0		

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE		X	Senior Secured * Notes \$100,000,000			0	0		
NV									
NH									
NJ		X	Senior Secured * Notes \$100,000,000			0	0		
NM									
NY		X	Senior Secured * Notes \$100,000,000			0	0		
NC		X	Senior Secured * Notes \$100,000,000			0	0		
ND									
OH		X	Senior Secured * Notes \$100,000,000			0	0		
OK									
OR									
PA		X	Senior Secured * Notes \$100,000,000			0	0		
RI									
SC									
SD									
TN									
TX		X	Senior Secured * Notes \$100,000,000			0	0		
UT									
VT									
VA									
WA		X	Senior Secured * Notes \$100,000,000			0	0		
WV									
WI		X	Senior Secured * Notes \$100,000,000			0	0		

# APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

\*The total aggregate offering price is \$100,000,000. Because no purchases have occurred at the time of filing of this Form D, \$100,000,000 is listed as the aggregate offering price in each state in which the offering is being conducted. It is possible that no sales may occur in a state and that the entire \$100,000,000 offering may be sold in only a few, or perhaps even one, of the states identified above. Included within the description of Senior Secured Notes are the guarantees to be issued by various subsidiaries of Churchill Downs Incorporated as further described in the attached Annex A to this amended Form D.

### Annex A to amended Form D

The Form D originally filed by Churchill Downs Incorporated ("CDI") on March 5, 2003 in connection with the offering of Floating Rate Senior Secured Notes of CDI (the "Offering") pursuant to Rule 506 of Regulation D is hereby being amended to include the guarantees on the Senior Secured Notes (the "Guarantees") to be issued in the Offering by several subsidiaries of CDI (each a "Subsidiary" and collectively, the "Subsidiaries"). No separate consideration will be received by the Subsidiaries for issuing the Guarantees. As hereby amended, this Form D will now include CDI and the Subsidiaries as issuers and will cover the following securities - the Senior Secured Notes of CDI to be offered and sold in the Offering as well as all of the Guarantees to be issued by the Subsidiaries in the Offering.

The information required by Part A of the Form D for each of the Subsidiaries is set forth below. The only other parts of the Form D that are amended hereby is the response to Question 1 in Part C of the Form D (which is amended to reflect that the type of security - debt - issued in the Offering includes the Guarantees), Parts D and E of the Form D (signature pages to be signed on behalf of CDI and each of the Subsidiaries) and the Appendix (also amended to reflect that the term "Senior Secured Notes" as listed in the Appendix includes the Guarantees).

The name of each Subsidiary as well as the actual month and year and state of its incorporation or organization are as follows:

<u>Name of Subsidiary</u>	<u>Month &amp; Year of Incorporation/Organization</u>	<u>State of Incorporation/Organization</u>
Churchill Downs Management Company	May 1989	Kentucky
Churchill Downs Investment Company	September 1993	Kentucky
Racing Corporation of America	June 1981	Delaware
Calder Race Course, Inc.	July 1967	Florida
Tropical Park, Inc.	November 1953	Florida
Churchill Downs California Company	May 1999	Kentucky
Churchill Downs California Fall Operating Company	May 1999	Kentucky
Arlington Park Racecourse, LLC*	September 2001	Illinois
Arlington Management Services, LLC*	September 2001	Illinois
Arlington OTB Corp.	October 1975	Delaware
Quad City Downs, Inc.	April 1976	Iowa
CDIP, LLC*	December 2000	Kentucky
CDIP Holdings, LLC*	December 2000	Kentucky
Ellis Park Race Course, Inc.	January 1990	Kentucky

The information as to the executive office address and telephone number, principal business operations address and telephone number as well as the description of business for each Subsidiary is the same as that provided for CDI in the original Form D, except that the principal business operations address and telephone number at such address for each of Arlington Park Racecourse, LLC, Arlington Management Services, LLC, Arlington OTB Corp. and Quad City Downs, Inc. is 2200 Euclid Avenue, Arlington Heights, Illinois 60006, (847) 385-7500, the principal business operations address and telephone number at such address for each of Calder Race Course, Inc. and Tropical Park, Inc. is 21001 NW 27<sup>th</sup> Avenue, Miami, Florida 33056,

(305) 625-1311, the principal business operations address and telephone number at such address for each of Churchill Downs California Company and Churchill Downs California Fall Operating Company is 1050 S. Prairie Avenue, Inglewood, California 90301, (310) 419-1500, and the principal business operations address and telephone number at such address for Ellis Park Race Course, Inc. is 3300 U.S. Hwy. 41, Henderson, Kentucky 42420, (812) 425-1456. Each entity identified above is a corporation, except for those denoted with an \*, which are limited liability companies.

The following lists the name and business or residence address for each director or manager, executive officer and beneficial owner of each of the Subsidiaries:

*Churchill Downs Management Company*

<u>Directors</u>	<u>Executive Officers</u>	<u>Beneficial Owners</u>
Meeker, Thomas M.*	Baumgardner, Vicki L.	Churchill Downs Incorporated
Long, John R.*	Goodrich, Clifford C.	
Miller, Michael E.*	Sexton, Steven P.	
Reed, Rebecca C.*		
Schmitt, Karl F., Jr.		
Skehan, Andrew G.		

\*Also an executive officer.

The address for each of the above listed persons and entities is 700 Central Avenue, Louisville, Kentucky 40208.

*Churchill Downs Investment Company*

<u>Directors</u>	<u>Executive Officers</u>	<u>Beneficial Owners</u>
Meeker, Thomas M.*		Churchill Downs Incorporated
Long, John R.		
Miller, Michael E.*		
Reed, Rebecca C.*		
Schmitt, Karl F., Jr.		
Skehan, Andrew G.		

\*Also an executive officer.

The address for each of the above listed persons and entities is 700 Central Avenue, Louisville, Kentucky 40208.

*Racing Corporation of America*

<u>Directors</u>	<u>Executive Officers</u>	<u>Beneficial Owners</u>
Meeker, Thomas M.*	Baumgardner, Vicki L.	Churchill Downs Incorporated
Long, John R.*		
Reed, Rebecca C.*		

\*Also an executive officer.

The address for each of the above listed persons and entities is 700 Central Avenue, Louisville, Kentucky 40208.



*Calder Race Course, Inc.*

Directors

Executive Officers

Beneficial  
Owners

Meeker, Thomas M.\*  
Dunn, C. Kenneth\*  
Long, John R.\*  
Reed, Rebecca C.\*

Abes, Michael D.

Churchill Downs Management  
Company

\*Also an executive officer.

The address for each of the above listed persons and entities is 700 Central Avenue, Louisville, Kentucky 40208, except for Kenneth Dunn and Michael Abes whose address is 21001 NW 27<sup>th</sup> Avenue, Miami, Florida 33056.

*Tropical Park, Inc.*

Directors

Executive Officers

Beneficial  
Owners

Meeker, Thomas M.\*  
Dunn, C. Kenneth\*  
Long, John R.\*  
Reed, Rebecca C.\*

Abes, Michael D.

Churchill Downs Management  
Company

\*Also an executive officer.

The address for each of the above listed persons and entities is 700 Central Avenue, Louisville, Kentucky 40208, except for Kenneth Dunn and Michael Abes whose address is 21001 NW 27<sup>th</sup> Avenue, Miami, Florida 33056.

*Churchill Downs California Company*

Directors

Executive Officers

Beneficial  
Owners

Meeker, Thomas M.\*  
Baedeker, Frederick M., Jr.\*  
Long, John R.\*  
Reed, Rebecca C.\*

Arnold, Steve

Churchill Downs Incorporated\*\*

\*Also an executive officer.

\*\*Also a promoter.

The address for each of the above listed persons and entities is 700 Central Avenue, Louisville, Kentucky 40208, except for Frederick Baedeker and Steve Arnold whose address is 1050 S. Prairie Avenue, Inglewood, California 90301.

*Churchill Downs California Fall Operating Company*

Directors

Executive Officers

Beneficial  
Owners

Meeker, Thomas M.\*  
Baedeker, Frederick M., Jr.\*  
Long, John R.\*  
Reed, Rebecca C.\*

Arnold, Steve

Churchill Downs Incorporated\*\*

\*Also an executive officer.

\*\*Also a promoter.

The address for each of the above listed persons and entities is 700 Central Avenue, Louisville, Kentucky 40208, except for Frederick Baedeker and Steve Arnold whose address is 1050 S. Prairie Avenue, Inglewood, California 90301.

*Arlington Park Racecourse, LLC*

Managers

Executive Officers

Beneficial  
Owners

Duchossois, Richard L.\*  
Meeker, Thomas M.  
Long, John R.\*  
Reed, Rebecca C.\*  
Sexton, Steven P.

Goodrich, Clifford C.  
Baumgardner, Vicki L.

Churchill Downs Incorporated\*\*

\*Also an executive officer.

\*\*Also a promoter.

The address for each of the above listed persons and entities is 700 Central Avenue, Louisville, Kentucky 40208, except for Richard Duchossois and Clifford Goodrich whose address is 2200 Euclid Avenue, Arlington Heights, Illinois 60006.

*Arlington Management Services, LLC*

Managers

Executive Officers

Beneficial  
Owners

Duchossois, Richard L.\*  
Meeker, Thomas M.  
Long, John R.\*  
Reed, Rebecca C.\*  
Sexton, Steven P.

Goodrich, Clifford C.  
Cody, Michael D.

Churchill Downs Incorporated\*\*

\*Also an executive officer.

\*\*Also a promoter.

The address for each of the above listed persons and entities is 700 Central Avenue, Louisville, Kentucky 40208, except for Richard Duchossois, Clifford Goodrich and Michael Cody whose address is 2200 Euclid Avenue, Arlington Heights, Illinois 60006.

*Arlington OTB Corp.*

Directors

Duchossois, Craig J.\*

Executive Officers

Stumpf, James H.  
Guenther, Mary Ann

Beneficial  
Owners

Arlington Park Racecourse, LLC

\*Also an executive officer.

The address for Craig Duchossois and James Stumpf is 2200 Euclid Avenue, Arlington Heights, Illinois 60006, and the address for Mary Ann Guenther and executive office address for Arlington Park Resources, LLC is 700 Central Avenue, Louisville, Kentucky 40208.

*Quad City Downs, Inc.*

Directors

Duchossois, Craig J.\*  
Cody, Michael D.\*  
Stumpf, James H.\*  
Guenther, Mary Ann\*

Executive Officers

Beneficial  
Owners

Arlington Management Services,  
LLC

\*Also an executive officer.

The address for Craig Duchossois, Michael Cody and James Stumpf is 2200 Euclid Avenue, Arlington Heights, Illinois 60006, and the address for Mary Ann Guenther and executive office address for Arlington Management Services, LLC is 700 Central Avenue, Louisville, Kentucky 40208.

*CDIP, LLC*

Executive Officers

Baedeker, Frederick M., Jr.  
Arnold, Steve  
Reed, Rebecca C.  
Miller, Michael E.

This limited liability company is member managed and its sole member (and therefore its beneficial owner and promoter) is CDIP Holdings, LLC.

The address for Frederick Baedeker and Steve Arnold is 1050 S. Prairie Avenue, Inglewood, California 90301, and the address for Rebecca Reed and CDIP Holdings, LLC is 700 Central Avenue, Louisville, Kentucky 40208.

*CDIP Holdings, LLC*

Executive Officers

Baedeker, Frederick M., Jr.  
Arnold, Steve  
Reed, Rebecca C.  
Miller, Michael E.

This limited liability company is member managed and its two members (and therefore its promoters) are Churchill Downs Incorporated and Churchill Downs Management Company. Churchill Downs Incorporated is the only beneficial owner.

The address for Frederick Baedeker and Steve Arnold is 1050 S. Prairie Avenue, Inglewood, California 90301, and the address for Rebecca Reed and Churchill Downs Incorporated is 700 Central Avenue, Louisville, Kentucky 40208.

*Ellis Park Race Course, Inc.*

Directors

Meeker, Thomas M.\*  
Long, John R.  
Reed, Rebecca C.\*

Executive Officers

Sexton, Steven P.  
Baumgardner, Vicki L.

Beneficial  
Owners

Racing Corporation of America

\*Also an executive officer.

The address for each of the above listed persons and entities is 700 Central Avenue, Louisville, Kentucky 40208.